

**MINUTES OF THE
CAPITAL TRUST AUTHORITY, INC.**

The 6th meeting of the Capital Trust Authority, Inc., Gulf Breeze, Florida, was held at 315 Fairpoint Dr, Gulf Breeze, Florida and on Thursday, January 12, 2023 at 9:00 a.m.

The following Board Members were present: Chris Kemp (Chairman), Gary Michaels (Vice-Chairman), Bob Cleveland (Secretary), Deborah Roche (Assistant Secretary), Harry Wilder (Board Member), Burt Snooks (Board Member), Tom Naile (Board Member), Christy Larkins (Board Member), and Bobby Potomski (Board Member). Also attending was Denis McKinnon (Executive Director), Connie Beargie (Office Administrator) and Samantha Abell (City Manager). Attending via telephone was Kareem Spratling (Bond Counsel), Brooke Gonzalez (Bond Counsel) and special guest Isabella Sobell (Bryant Miller Olive).

NEW BUSINESS:

Chris Kemp welcomed our newest board members, Christy Larkins and Bobby Potomski, to the meeting and thanked them for their service to this board.

AGENDA ITEM:

Approval of Minutes: 10/13/2022

DISCUSSION:

Burt Snooks noticed his name was not included in the list of attendees.

MOTION/ACTION:

Gary Michaels made a motion to approve the 10/13/23 minutes with the addition of Burt Snooks (Board Member) as present at the meeting. Burt Snooks seconded the motion. Vote for approval was 9-0.

AGENDA ITEM:

Florida Sunshine Law Training – Isabella Sobell (Bryant Miller Olive)

DISCUSSION:

Denis McKinnon welcomed our guest speaker, Isabella Sobell from Bryant Miller Olive. Isabella provided a presentation on Florida's Sunshine Law and Financial Disclosure requirements.

MOTION/ACTION:

No Action Required.

AGENDA ITEM:

Resolution 01-23 – Approving Capital Trust Authority Policies and Procedures

DISCUSSION:

Denis McKinnon stated the request to ratify, adopt and approve the Policies and Procedures presented in Resolution 01-23 are identical to Capital Trust Agency's policies and procedures. This document includes best practices and indemnification language and the appropriate disclosures.

Bob Cleveland asked for clarification on Section 1 where it states the Executive Director can make changes to the Written Procedures. Kareem Spratling stated that this is for minor administrative changes that could occur post issuance without coming back to the board. Kareem further stated that this would not apply to material changes such as an investor letter. Samantha Abell suggested a modification to the language to include: no material changes.

MOTION/ACTION:

Bob Cleveland made a motion to approve Resolution 01-23 with language added to Section 1 that states the Executive Director is authorized to implement the Written Procedures with no material changes as may be advised by Issuers Counsel. Deborah Roche seconded. Vote for approval was 9-0.

AGENDA ITEM:

Inducement Resolution 02-23 – River City Charter School

DISCUSSION:

River City Charter School is a 501(c)3 Florida not for profit currently operating five charter schools in Jacksonville, Florida. CTA has previously issued a bond financing for the River City Group.

Bob Cleveland asked if this project will be a design build with a Guaranteed Maximum Price? Denis McKinnon replied that this is a GMP contract.

Gary Michaels asked for clarification of ESSER funds as noted in the financials. Kareem Spratling replied that ESSER funding is the Elementary and Secondary School Emergency Relief Fund (ESSER Fund) awarded by the State education agencies for the purpose of providing emergency relief funds from the impact of COVID-19.

Gary Michaels asked if the borrower will be reimbursed for the land purchase. Denis McKinnon replied that yes, the borrower will be reimbursed at the closing.

Christy Larkins asked if there have been any issuers from the other River City Schools. Denis McKinnon replied they have not had any issues or complaints regarding the other schools.

MOTION/ACTION:

Gary Michaels made a motion to approve Resolution 02-23 as presented. Tom Naile seconded. Vote for approval was 9-0.

AGENDA ITEM:

Inducement Resolution 03-23 – Heritage Park, Sanford, FL

DISCUSSION:

Sanford Waterfront Partners has requested tax exempt Private Activity Bonds (PAB) for the purpose of financing land acquisition costs, development and construction of a mixed-use market rate and affordable housing facility in Sanford, Florida.

Denis McKinnon stated that in order to submit the application for the PABs the inducement resolution and the TEFRA approval must be completed. The earliest the PAB's will be available is November 16th, with a closing as soon as possible thereafter.

Gary Michaels asked who monitors the 20-50 test for number of units whose income is 50% of the area median gross income (AMI). Denis McKinnon stated it is the trustee who reviews the allocation and monitors the requirements set forth in the Land Use Restriction Agreement (LURA).

Bobby Potomski asked if there is any elbow room regarding the number of low-income units set aside to meet the AMI requirement. Denis McKinnon stated we do not dictate the number of units set aside, but follow the guidelines from the IRS.

Bob Cleveland asked where in the waterfall of debt service payments does the C-Pace loan fall. Denis McKinnon stated he has not yet seen the waterfall but would assume the C-Pace loan below the bondholder's position.

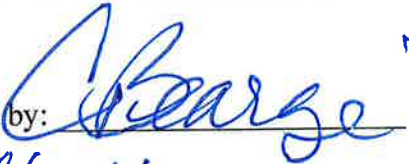
Gary Michaels asked why it has taken so long to get this project going; the original proposal is from 2020. Denis stated the anchor commercial tenants have pulled out and new ones are now in position. The market study is two years old and updated information has been requested.

MOTION/ACTION:

Deborah Roche made a motion to approve Resolution 03-23 as presented. Bob Cleveland seconded. Vote for approval was 9-0.

No other formal business of the board was taken and the meeting adjourned at approximately 9:50 am.

Minutes submitted by:



Connie Beargie, Office Administrator

Approved by:



Chris Kemp, Chairman